



Louisiana Housing Corporation

The following motion was offered by Board Member Guy T. Williams, Jr. and seconded by Board Member Willie Spears:

RESOLUTION

Resolution accepting the proposal of Merchant Capital, L.L.C. or such other purchaser as may be designated by the Developer for the purchase of not to exceed \$5,500,000 Multifamily Housing Revenue Bonds (Canaan Village Apartments Project, 1915 Patzman Street, Shreveport, LA 71101) in one or more series; fixing the parameter terms of said bonds and providing for other matters in connection therewith.

WHEREAS, the Board of Directors (the "**Board**") of the Louisiana Housing Corporation (the "**Corporation**") adopted a resolution on February 13, 2013 (the "**Authorizing Resolution**") authorizing the issuance of not exceeding Five Million, Five Hundred Thousand Dollars (\$5,500,000) of its Multifamily Housing Revenue Bonds (**Canaan Village Apartments Project**) in one or more series (the "**Bonds**") and authorizing the publication of a Notice of Intention to Sell at Private Sale (the "**Notice**") in connection therewith;

WHEREAS, the Notice was published on December 2, 2013 in The Advocate and in the Daily Journal of Commerce scheduling the sale of the Bonds for December 11, 2013; and

WHEREAS, the Bonds are being issued in accordance with the authority of Chapter 3-G of Title 40 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority supplemental thereto (the "**Act**") for the purpose of providing funds to (i) acquire, rehabilitate and equip a residential rental facility containing 120 living units for individuals and families of low and moderate income located at 1915 Patzman Street, Shreveport, Caddo Parish, Louisiana, (ii) fund such reserve accounts as may be required and (iii) pay the costs of issuance of the Bonds (collectively, the "**Project**");

WHEREAS, the Board met on December 11, 2013 at 12:00 p.m., Louisiana time, for the purpose of receiving and considering the proposal of Merchant Capital, L.L.C. or such other purchaser (the "**Purchaser**") as may be designated by Shreveport CV Housing, LLC, a Louisiana limited liability company or its successors and assigns, a single-asset entity created by the Itex Group (the "**Developer**"), and taking action with respect to the parameter sale of the Bonds;

WHEREAS, the Authorizing Resolution listed Peck, Shaffer & Williams LLP ("**Peck Shaffer**") as bond counsel; however the specific attorneys working on the transaction have now joined Jones Walker LLP and the Developer has requested that the Corporation appoint Jones Walker LLP, Cincinnati, Ohio as bond counsel ("**Bond Counsel**") in place of Peck Shaffer; and

WHEREAS, all consents and approvals required to be given by the public bodies in connection with the authorization, issuance and sale of the Bonds herein authorized as required by the Act have been or will be secured prior to the delivery of the Bonds; and

WHEREAS, pursuant to and in accordance with the provisions of the Act and under the terms set forth in a Trust Indenture (the "Indenture") to be entered into between the Corporation and The Bank of New York Mellon Trust Company, N.A., (the "Trustee"), the Corporation proposes to issue the Bonds for the purpose of financing the Project; and

WHEREAS, pursuant to and in accordance with the provisions of the Act and under the terms set forth in a loan or financing agreement (the "Loan Agreement") to be entered into by and between the Corporation and the Borrower, the Corporation shall provide the Borrower the proceeds of the Bonds to finance the Project.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Louisiana Housing Corporation that:

SECTION 1. Sale of the Bonds. The parameter written terms submitted this day by Merchant Capital, L.L.C. or such other purchaser as may be designated by the Developer, for the purchase of the bonds designated as "Louisiana Housing Corporation Multifamily Housing Revenue Bonds (Canaan Village Apartments Project)" in one or more series in the aggregate principal amount of not exceeding Five Million, Five Hundred Thousand Dollars (\$5,500,000) at a variable interest rate which shall not exceed three percent (3%) for the initial term, and maturing no later than five (5) years from the date of issuance thereof are hereby accepted and the Bonds are hereby authorized under and pursuant to the provisions of the Act and are hereby awarded to the Purchaser. The distribution by the Purchaser of a preliminary and final Official Statement, describing, among other things, the Bonds, the Project, the Corporation and the Borrower, said documents to be in such form and substance as approved by Bond Counsel, is hereby authorized.

SECTION 2. Terms of the Bonds; Authorization of Documents. The Indenture and Loan Agreement, each substantially in the forms as submitted at this meeting with such additions, omissions and changes as may be approved by Bond Counsel provided such changes

are in accordance with the Act, are hereby authorized and approved and shall set forth the terms of the Bonds. The Corporation has also received forms of the Bond Purchase Agreement among the Corporation, the Purchaser and the Borrower, the Land Use Restriction Agreement among the Corporation, the Borrower and the Trustee and the Tax Regulatory Agreement among the Corporation, the Borrower and the Trustee and such documents are hereby authorized and approved with such additions, omissions and changes as may be approved by Bond Counsel provided such changes are in accordance with the Act. The officers of the Board and the Executive Director of the Corporation are designated as authorized officers (the “Authorized Officers”) and are hereby authorized and directed for, on behalf of and in the name of the Corporation to execute, deliver and approve such instruments, documents and certificates as may be required or necessary, convenient or appropriate to the financing described herein, including but not limited to the Indenture and the Loan Agreement.

SECTION 3. Limited Obligations. The Bonds to be issued shall be limited special obligations of the Corporation payable solely from revenues to be received pursuant to the Loan Agreement and shall not be a general obligation of the Corporation or the State of Louisiana or any political subdivision of the State of Louisiana, nor shall the same give rise to a pecuniary liability of the Corporation or the State or any political subdivision thereof or a charge against their general credit or taxing power as shall be plainly stated on the Bonds.

SECTION 4. Costs and Expenses. Subject to applicable federal tax law limitations, all costs and expenses involved in the authorization, issuance, sale and delivery of the Bonds and in providing financing for the Project shall be paid from the Bond Proceeds or paid directly by the Borrower.

SECTION 5. Bond Counsel. The firm of Jones Walker LLP is hereby employed as Bond Counsel to perform comprehensive, legal and coordinate professional work with respect

to the issuance and sale of the Bonds. The fee to be paid Bond Counsel shall be an amount based on the Attorney General's then current Bond Counsel Fee Schedule and other guidelines for comprehensive, legal and coordinate professional work in the issuance of revenue bonds applied to the actual aggregate principal amount issued, sold, delivered and paid for at the time such Bonds are delivered, together with reimbursement of out-of-pocket expenses incurred and advanced in connection with the issuance of the Bonds, said fee to be payable directly to Bond Counsel from an administrative fee fund funded by the Borrower or out of proceeds of the Bonds or other funds provided by the Borrower, subject to the Attorney General's written approval of said employment and fee to be paid with proceeds of the Bonds as required by the Act.

SECTION 6. Execution of Bonds. The Authorized Officers are authorized and empowered to execute the Bonds, either by manual or facsimile signatures, and to take any and all further action and to sign any and all documents, instruments and writings as may be necessary to carry out the purposes of this resolution.

SECTION 7. State Bond Commission Language. By virtue of the Corporation's application for, acceptance and utilization of the benefits of the Louisiana State Bond Commission's approval resolved and set forth herein, the Corporation resolves that it understands and agrees that such approvals are expressly conditioned upon, and the Corporation further resolves that it understands, agrees and binds itself, its successors and assigns to, full and continuing compliance with the "State Bond Commission Policy on Approval of Proposed Swaps, or other forms or Derivative Products Hedges, Etc.", adopted by the Commission on July 20, 2006, as to borrowings and other matters subject to approvals, including subsequent application and approval under said Policy of the implementation or use of any swaps or other products or enhancements covered thereby.

SECTION 8. Act Incorporated. This Resolution does hereby incorporate by reference as though fully set out herein the provisions and requirements of the Act.

SECTION 9. EffectiveDate. This Resolution is effective immediately upon adoption.

This resolution having been submitted to a vote, the vote thereon was as follows:

YEAS: Michael L. Airhart, Mayson H. Foster, Dr. Daryl V. Burckel, Ellen M. Lee, Matthew P. Ritchie, Willie Spears, Guy T. Williams, Jr., Malcolm Young.

NAYS: None.

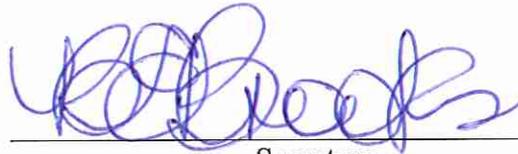
ABSENT: Larry Ferdinand, John N. Kennedy.

ABSTAIN: None.

And the resolution was declared adopted on this, the 11th day of December 2013.



Chairman



Secretary

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

I, the undersigned Secretary of the Board of Directors of the Louisiana Housing Corporation (the "Corporation"), do hereby certify that the foregoing five (5) pages constitute a true and correct copy of a resolution adopted by said Board of Directors on December 11, 2013, "A Resolution accepting the proposal of Merchant Capital, L.L.C. or such other purchaser as may be designated by the Developer for the purchase of not to exceed \$5,500,000 Multifamily Housing Revenue Bonds (Canaan Village Apartments Project, 1915 Patzman Street, Shreveport, LA 71101) in one or more series; fixing the parameter terms of said bonds and providing for other matters in connection therewith."

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of the Corporation on this, the 11th day of December 2013.


Secretary

(SEAL)

